



# LEXIS® Document Services

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February 13, 1998

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 21220

FILED

FEB 18 '98

9-20AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
FEB 18 9 20 AM '98

Dear Janice,

Enclosed is an original plus 3 copies, all notarized. This is a Memorandum of Railcar Lease Extension between The Cit Group/Equipment Financing Inc. and Montell USA Inc dated 2/6/98. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed an FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

FEB 18 '98

9-20AM

## MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6<sup>th</sup> day of February, 1998, is made by MONTELL USA INC., a Delaware corporation, with an address at Three Little Falls Center, 2801 Centerville Road, P.O. Box 18439, Wilmington, Delaware 19850-5439, as assignee of Hercules Incorporated (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036, as assignee of BOT Financial and Leasing Corporation B-3 (formerly known as New England Merchants Leasing Corporation B-3) (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate"), dated as of February 6, 1998 covering the equipment listed on Schedule 1 hereto (the "Equipment") and extending a Lease of Railroad Equipment originally dated as of September 1, 1976, as renewed, supplemented and amended (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Nancy Nardella Obblago  
Name: Nancy Nardella Obblago  
Title: Vice President

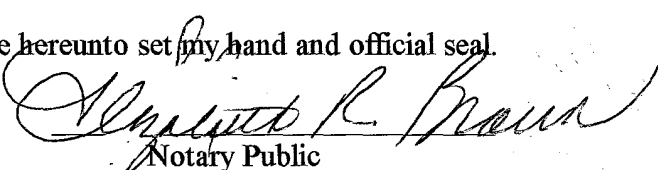
MONTELL USA INC.

By: [Signature]  
Name: B. F. LEBLANC  
Title: DIRECTOR TRANSPORTATION

STATE OF Delaware)  
 ) SS:  
COUNTY OF New Castle

On this 6<sup>th</sup> day of February, 1998, before me personally appears B. F. LE BLANC, to me personally known, who by me duly sworn, says that he/she is the DIRECTOR TRANSPORTATION of MONTELL USA INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

ELIZABETH R. BROWN  
NOTARY PUBLIC-DELAWARE  
MY COMMISSION EXPIRES APRIL 24, 2000

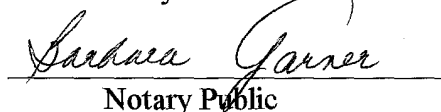
[SEAL]

My Commission expires:

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 6<sup>th</sup> day of February, 1998, before me personally appears NANCY MARIELLA COBLAZO, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

[SEAL]

My Commission expires

**Schedule 01**

**Number of Cars&Car Description**

193 5250 cubic foot capacity  
covered hopper railroad  
cars manufactured by  
ACF Industries

**Car Mark and Numbers**

MLLX 59000 through MLLX 59199,  
inclusive but excluding MLLX 59002,  
59006, 59009, 59049, 59085, 59117, and  
59155.